

DUANE MORRIS LLP

By: Gregory P. Gulia
1540 Broadway
New York, New York 10036-4086
Telephone: 212.692.1000

and

Edward M. Cramp (*pro hac vice*)
Michelle Hon (*pro hac vice*)
101 West Broadway, Suite 900
San Diego, CA 92101-8285
Telephone: 619.744.2200

Attorneys for Defendants
MP3TUNES, LLC and
MICHAEL ROBERTSON

UNITED STATES DISTRICT COURT

SOUTHERN DISTRICT OF NEW YORK

CAPITOL RECORDS, INC.; CAROLINE)	No. 07 Civ. 9931 (WHP)
RECORDS, INC.; EMI CHRISTIAN MUSIC)	
GROUP INC.; PRIORITY RECORDS LLC;)	
VIRGIN RECORDS AMERICA, INC.;)	
BEECHWOOD MUSIC CORP.; COLGEMS-)	
EMI MUSIC INC.; EMI APRIL MUSIC INC;)	
EMI BLACKWOOD MUSIC; EMI FULL)	
KEEL MUSIC; EMI GOLDEN TORCH)	
MUSIC CORP; EMI LONGITUDE MUSIC;)	
EMI VIRGIN MUSIC, INC.; EMI VIRGIN)	
SONGS, INC.,)	
)	DECLARATION OF MICHELLE A. HON
)	IN SUPPORT OF DEFENDANTS' REPLY
)	IN SUPPORT OF THEIR MOTION TO
)	DISMISS, OR IN THE ALTERNATIVE,
)	TO TRANSFER TO THE SOUTHERN
)	DISTRICT OF CALIFORNIA
Plaintiffs,)	
)	
v.)	
)	
MP3TUNES, LLC AND MICHAEL)	
ROBERTSON)	
)	
Defendants.)	

I, Michelle A. Hon, declare:

1. I am an attorney licensed to practice in the State of California and I am admitted *pro hac vice* before this Court. I am an attorney with the law firm of Duane Morris LLP, counsel for defendants MP3tunes, LLC (MP3tunes") and Michael Robertson. I have personal knowledge of the matters stated herein, and if called as a witness, I could and would testify competently to them.

2. I submit this declaration in support of Defendants' Reply to Motion to Dismiss or in the Alternative, to Transfer to the Southern District of California.

3. Attached hereto as Exhibit A has been filed under seal pursuant to a Protective Order.

4. Attached hereto as Exhibit B has been filed under seal pursuant to a Protective Order.

5. Attached hereto as Exhibit C has been filed under seal pursuant to a Protective Order.

6. Attached hereto as Exhibit D has been filed under seal pursuant to a Protective Order.

7. Attached hereto as Exhibit E has been filed under seal pursuant to a Protective Order.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed this 2nd day of May, 2008 at San Diego, California.

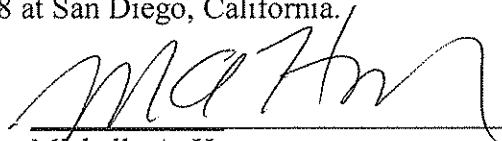

Michelle A. Hon

EXHIBIT A

FILED UNDER SEAL PURSUANT TO COURT ORDER

EXHIBIT B

FILED UNDER SEAL PURSUANT TO COURT ORDER

EXHIBIT C

FILED UNDER SEAL PURSUANT TO COURT ORDER

EXHIBIT D

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EXHIBIT E

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